

**INVITATION TO THE ORDINARY GENERAL ASSEMBLY FROM VERUSA HOLDİNG A.Ş.
BOARD OF DIRECTORS**

Verusa Holding A.Ş.'s Ordinary General Assembly Meeting shall be held on 8 May 2018 Thursday at 12:00 pm at the address of Eski Büyükdere Cad. Ayazağa Yolu İz Plaza Giz No :9 Kat:14 D:51 34398 Maslak-İstanbul.

Shareholders may participate in the General Assembly of the Company physically or by electronic means by themselves or through representatives. Participation in the General Assembly by electronic means shall be possible with the electronic signatures of the shareholders or their representatives. Therefore, shareholders who will perform transactions in the Electronic General Meeting System must first register their contact information in the Central Registry Agency Information Portal (e-MKK) of the Central Registry Agency (MKK) and obtain a secure electronic signature. Shareholders who do not register in the e-MKK Information Portal and do not have an electronic signature shall not be allowed to participate in the General Assembly by electronic means

Our shareholders and their representatives, who attend the meeting electronically are required to fulfill their obligations in accordance with the provisions of " Regulation Regarding the Electronic General Assembly of the Joint Stock Company" and "Communiqué Regarding the Electronic General Assembly System to be Applied in the General Assembly Meeting of the Joint Stock Company".

Shareholders unable to attend the meeting in person, save for the rights and obligations of the ones participating electronically via the Electronic General Assembly System, shall prepare their proxy documents in accordance with the legal requirements, or shall obtain a proxy sample form from our Company, or from the corporate website at www.verusa.com.tr and shall submit to the Company the notarized proxy documents issued in accordance with the requirements of the Communiqué No. II-30.1, Use of Proxy Vote and Proxy Collection through Invitation. A proxy document is not required from a proxy appointed electronically through the Electronic General Meeting System.

In accordance with the legal requirements, 2018 Financial Statements, the Independent Auditor's Report (prepared by our Independent Auditor, PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.), the Corporate Governance Compliance Report, and the Board of Directors' Annual Report, including the dividend distribution proposal of the Board of Directors, along with the following agenda and the Memorandum containing the information required by Capital Markets Board regulations shall be made available to the shareholders at Company Headquarters, on the Company's corporate website at www.koc.com.tr, on the Public Disclosure Platform, and in the Electronic General Meeting System of the Central Registry Agency at least three weeks prior to the meeting.

In accordance with the legal requirements, the Board of Directors' Annual Report, the Corporate Governance Compliance Report, the Independent Auditor's Report, 2018 Financial Statements, including the dividend distribution proposal of the Board of Directors, along with the Information Document Regarding General Assembly Meeting shall be made available for the shareholders examination at the Company Headquarters address of Eski Büyükdere Cad. Ayazağa Yolu İz Plaza Giz No:9 Kat:14 D:51 34398 Maslak-İstanbul, on the Company's corporate website at www.verusa.com.tr, on the Public Disclosure Platform, and in the Electronic General Meeting System of the Central Registry Agency at least twenty-one days prior to the meeting.

In accordance with the Article 29 of the Capital Market Law, No 6362, shareholders shall not be notified by registered letter for the nominative shares listed in the stock market.

It is submitted to the shareholders with due respect.

Sincerely,

**VERUSA HOLDİNG A.Ş.
BOARD OF DIRECTORS**